

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
Yield10 Bioscience, Inc., <i>et al.</i> ,)	Case No. 24-12752 (MFW)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Re: D.I. 7, 22 & 47

**CERTIFICATION OF COUNSEL SUBMITTING REVISED ORDER
(A) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL
OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
ENCUMBRANCES, AND OTHER INTERESTS, (B) GRANTING THE
PURCHASER THE PROTECTIONS AFFORDED TO A GOOD FAITH
PURCHASER, (C) APPROVING THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES RELATED THERETO, AND (D) GRANTING RELATED RELIEF**

The undersigned hereby certify as follows:

1. On December 6, 2024, the above-captioned debtors and debtors in possession (the “Debtors”) filed their *Motion of Debtors for Entry of: (I) an Order (A) Approving form and Manner of Notices and (B) Scheduling a Sale Hearing and Establishing Dates and Deadlines Related Thereto, Including Treatment of Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Granting the Buyer the Protections Afforded to a Good Faith Buyer, and (C) Granting Related Relief* [D.I. 7] (the “Motion”).

2. Thereafter, Vision Bioenergy Oilseeds LLC (“Vision,” collectively with the Debtors and Buyer,² the “Parties”) filed a limited objection and reservation of rights in

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Yield10 Bioscience, Inc. (x8289), (ii) Yield10 Bioscience Securities Corp. (x7435), and (iii) Yield10 Oilseeds Inc. (x9469).

² Capitalized terms used herein but otherwise not defined shall retain the meaning ascribed to them in the Motion.

connection with the Motion [D.I. 47]. Following good-faith discussions, the Parties negotiated a revised form of order resolving Vision's objection (the "Revised Order"), attached hereto as **Exhibit A**. The Revised Order is submitted on consent of the Parties. A blackline of the Revised Order marked against the initial proposed sale order filed with the Motion is attached hereto as **Exhibit B**.

3. Counsel to Vision has advised the undersigned that upon the filing of this certification of counsel, Vision will withdraw its objection to the Motion.

4. Pursuant to the Order (A) Approving Form and Manner of Notices and (B) Scheduling a Sale Hearing and Establishing Dates and Deadlines Related Thereto [D.I. 22], the objection deadline for the Motion was January 3, 2025 at 12:00 p.m. (ET). The Debtors received no other answer, objection or other responsive pleading to the Motion. The undersigned further certifies that she has reviewed the Court's docket in these cases and that no answer, objection or other responsive pleading to the Motion appears thereon.

WHEREFORE, the undersigned respectfully requests that the Court enter the Revised Order without further notice or hearing.

Dated: January 8, 2025
Wilmington, Delaware

Respectfully Submitted,

THE ROSNER LAW GROUP LLC

/s/ Zhao Liu

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